

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

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WELLS FARGO BANK N.A. f/k/a WELLS FARGO  
BANK MINNESOTA, N.A. as TRUSTEE OF SFC  
GRANTOR TRUST, SERIES 2000-1, SFC GRANTOR  
TRUST, SERIES 2000-2, SFC GRANTOR TRUST,  
SERIES 2000-3, SFC GRANTOR TRUST, SERIES 2000-  
4, SFC GRANTOR TRUST, SERIES 2001-1, SFC  
GRANTOR TRUST, SERIES 2001-2, SFC OWNER  
TRUST 2001-I, AND SFC GRANTOR TRUST, SERIES  
2001-3,

Plaintiff/Counterclaim Defendant,

vs.

ROYAL INDEMNITY COMPANY,

Defendant/Counterclaim Plaintiff.

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ROYAL INDEMNITY COMPANY,

Third-Party Plaintiff,

vs.

STUDENT LOAN SERVICING, LLC, et al.,

Third-Party Defendants.

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CHARLES A. STANZIALE, JR., Chapter 7 Trustee of  
Student Finance Corporation,

Plaintiff,

vs.

PEPPER HAMILTON LLP, et al.,

Defendants.

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C.A. No. 02-1294-JJF

C.A. No. 02-1294-JJF

C.A. No. 04-1551-JJF

**TRUSTEE CHARLES A. STANZIALE, JR.'S, PROPOSED VERDICT FORM**

1 Did the Trustee prove by a preponderance of the evidence that W. Roderick Gagné was an insider of Student Finance Corporation (hereinafter "SFC")?

\_\_\_\_\_ YES

\_\_\_\_\_ NO

If your answer to Question 1 is YES, proceed to answer Question 1a. If your answer to Question 1 is NO, proceed to answer Question 2.

1a. Did the Trustee prove by a preponderance of the evidence that Robert Bast is a relative of the insider W. Roderick Gagné?

\_\_\_\_\_ YES

\_\_\_\_\_ NO

If your answer to Question 1a is YES or NO, proceed to answer Question 1b.

1b. Did the Trustee prove by a preponderance of the evidence that Pamela Gagné is a relative of the insider W. Roderick Gagné?

\_\_\_\_\_ YES

\_\_\_\_\_ NO

Proceed to Question 2.

2. Did the Trustee prove by a preponderance of the evidence that SFC was insolvent during the entire period of the loan repayments to the Family defendants as shown on the attached schedule, Exhibit A? (Only applies to transfers made between 90 days and 1 year of filing of bankruptcy, June 5, 2002. Within 90 days of June 5, 2002, there is a presumption of insolvency).

\_\_\_\_\_ YES

\_\_\_\_\_ NO

If your answer to Question 2 is YES, proceed to Question 3.

If your answer to Question 2 is NO, proceed to Question 2a.

2a. Did the Trustee prove by a preponderance of the evidence that SFC was insolvent on any of the dates of loan repayments shown on Exhibit A or within a reasonable time of these repayments.

(Check YES or NO in the appropriate box on the attached schedule, Exhibit A.)

Proceed to Question 3.

3. Did the Family prove by a preponderance of the evidence that SFC was not insolvent on any of the dates of the loan repayments shown on Exhibit B. (Those repayments made within 90 days)

(Check YES or NO in the appropriate box on the attached schedule, Exhibit B.)

Proceed to Question 4.

4. Did the Family prove by a preponderance of the evidence that the loan repayments it made to SFC were made in the ordinary course as I have explained this defense to you?

\_\_\_\_\_ YES

\_\_\_\_\_ NO

Proceed to Question 5.

5. Did the Trustee prove by the preponderance of the evidence that Andrew Yao transferred his stock in Premier Education Group G.P., Inc., DHP G.P., Inc., and One Summit Place G.P., Inc. with intent to hinder, delay or defraud his creditors?

\_\_\_\_\_ YES

\_\_\_\_\_ NO

Proceed to Question 6.

6. Did the Trustee prove by the preponderance of the evidence that SFC redeemed its stock from the family for less than a reasonably equivalent value in the exchange at a time when SFC was insolvent.

\_\_\_\_\_ YES

\_\_\_\_\_ NO

Proceed to Question 7.

7. Did the Trustee prove by the preponderance of the evidence that SFC paid excessive commitment fees on loans made to it by the family at a time when SFC was insolvent.

\_\_\_\_\_ YES

\_\_\_\_\_ NO

If your answer to Question 7 is Yes proceed to Question 8.

8. What is the monetary amount of the excessive commitment fees

\$ \_\_\_\_\_.

**EXHIBIT A**

Did Trustee prove by a preponderance of the evidence SFC was insolvent?	Transferee	Payment Date	Payment Amount
<input type="checkbox"/> YES <input type="checkbox"/> NO	<i>Robert L. Bast</i>	June 28, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		July 30, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		August 30, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		September 27, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		October 23, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 13, 2001	\$2,000,000.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 13, 2001	\$153,334.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 30, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		December 27, 2001	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		February 1, 2002	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		February 27, 2002	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO			
<input type="checkbox"/> YES <input type="checkbox"/> NO	<i>Pamela Bashore Gagné</i>	June 26, 2001	\$5136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		July 27, 2001	\$5136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		August 29, 2001	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		September 27, 2001	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		October 30, 2001	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 12, 2001	\$28,750.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 29, 2001	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		December 27, 2001	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		February 1, 2002	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO			
<input type="checkbox"/> YES <input type="checkbox"/> NO	<i>Elizabeth B. Brennan Trust</i>	June 26, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		July 27, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		August 29, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		September 27, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		October 30, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		November 29, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		December 27, 2001	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		February 1, 2002	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO			
<input type="checkbox"/> YES <input type="checkbox"/> NO	<i>Elizabeth B. Brennan Trust FBO W. Roderick Gagné</i>	November 12, 2001	\$375,000.00

<input type="checkbox"/> YES	<input type="checkbox"/> NO	<i>Elizabeth B. Brennan Trust FBO Phillip B. Gagné</i>	November 12, 2001	\$250,000.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO		November 12, 2001	\$18,583.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO	<i>Elizabeth B. Brennan Trust FBO Elizabeth L. Gagné</i>	November 12, 2001	\$375,000.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO		November 12, 2001	\$28,750.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO	<i>James T. Brennan Trust FBO Phillip B. Gagne</i>	November 12, 2001	\$125,000.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO		November 12, 2001	\$9,583.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO	<i>James T. Brennan Trust FBO Elizabeth L. Gagné</i>	November 12, 2001	\$175,000.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO		November 12, 2001	\$13,417.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO	<i>James T. Brennan Trust FBO W. Roderick Gagné</i>	November 12, 2001	\$175,000.00
<input type="checkbox"/> YES	<input type="checkbox"/> NO		November 12, 2001	\$13,417.00

**EXHIBIT B**

Did Family prove by a preponderance of the evidence SFC was not insolvent?	Transferee	Payment Date	Payment Amount
<input type="checkbox"/> YES <input type="checkbox"/> NO	<i>Robert L. Bast</i>	March 28, 2002	\$26,842.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		April 2, 2002	\$18,000.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		April 29, 2002	\$46,842.47
<input type="checkbox"/> YES <input type="checkbox"/> NO	<i>Pamela Bashore Gagné</i>	March 14, 2002	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		March 28, 2002	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		April 11, 2002	\$3,600.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		April 24, 2002	\$5,136.98
<input type="checkbox"/> YES <input type="checkbox"/> NO		April 24, 2002	\$4,000.00
<input type="checkbox"/> YES <input type="checkbox"/> NO	<i>Elizabeth B. Brennan Trust</i>	March 14, 2002	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		March 28, 2002	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO		April 24, 2002	\$7,397.26
<input type="checkbox"/> YES <input type="checkbox"/> NO	<i>James T. Brennan Trust FBO Phillip B. Gagne</i>	April 2, 2002	\$900.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		April 24, 2002	\$1,000.00
<input type="checkbox"/> YES <input type="checkbox"/> NO	<i>James T. Brennan Trust FBO Elizabeth L. Gagné</i>	April 2, 2002	\$1,800.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		April 24, 2002	\$2,000.00
<input type="checkbox"/> YES <input type="checkbox"/> NO	<i>James T. Brennan Trust FBO W. Roderick Gagné</i>	April 2, 2002	\$1,800.00
<input type="checkbox"/> YES <input type="checkbox"/> NO		April 24, 2002	\$2,000.00